

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNIVERSITAS EDUCATION, LLC,

Judgment Creditor, :

-against- :

Case No. 11 CV 1590-LTS-HBP

NOVA GROUP, INC., as trustee, sponsor and :
fiduciary of THE CHARTER OAK TRUST :
WELFARE BENEFIT PLAN, :

Judgment Debtors. :
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**DECLARATION OF MICHAEL BARNETT IN SUPPORT OF
UNIVERSITAS EDUCATION, LLC'S OPPOSITION TO
RICHARD ORDER'S MOTION FOR PROTECTIVE ORDER**

MICHAEL BARNETT, an attorney admitted to practice law in the Courts of the State of New York, declares the following under penalty of perjury pursuant to 28 U.S.C. § 1746:

1. I am an associate in the New York offices of Loeb & Loeb LLP, attorneys for Universitas Education, LLC ("Universitas"), the Judgment Creditor in this action. Along with my colleague Paula Colbath I have represented Universitas since the inception of this action, in February 2011, as well as in the underlying arbitration that preceded it, and have personal knowledge of all of the facts stated herein.

2. Attached as Exhibit A is a true and correct copy of Universitas' Letter-Brief, dated October 1, 2010, submitted in support of its motion for preliminary injunctive relief in the underlying arbitration (exhibits to the Letter-Brief omitted).

3. Attached as Exhibit B is a true and correct copy of an Order issued by Arbitrator Peter L. Altieri, Esq., dated November 3, 2010, in which he denied Universitas' motion for preliminary injunctive relief. This Order makes reference to the refusal by Richard S. Order,

during oral argument on October 28, 2010 on Universitas' motion for injunctive relief, to disclose the location and amount of the assets of the Charter Oak Trust Welfare Benefit Plan (see paragraph 4 of the Order). I attended this oral argument (it was held telephonically), and specifically recall that Mr. Order told Arbitrator Altieri that he would not disclose the amount and location of the Charter Oak Trust's assets because his clients thought that doing so would cause Universitas to contact the institutions where the assets were located, and thus harm his clients' business relationships with these unspecified institutions.

4. Attached as Exhibit C is a true and correct copy of an Affidavit from Nova Group, Inc. President Wayne H. Bursey, dated November 12, 2010, that the Judgment Debtors submitted in the underlying arbitration.

5. Attached as Exhibit D is a true and correct copy of a Declaration by Nova Group General Counsel Jack E. Robinson, dated November 30, 2010, that the Judgment Debtors submitted in the underlying arbitration (exhibits to the Declaration omitted).

6. Attached as Exhibit E is a true and correct copy of a July 1, 2011 letter from Ms. Colbath to Mr. Order.

7. Attached as Exhibit F is a true and correct copy of a July 6, 2011 letter from Mr. Order to Ms. Colbath.

8. Attached as Exhibit G is a true and correct copy of a July 22, 2011 letter from Ms. Colbath to Mr. Order.

9. Attached as Exhibit H is a true and correct copy of a July 26, 2011 letter from Mr. Order to Ms. Colbath.

10. Attached as Exhibit I is a true and correct copy of a Fed. R. Civ. P. 45 deposition subpoena, dated June 25, 2012, that Universitas' counsel caused to be served on Mr. Order.

11. Attached as Exhibit J are true and correct copies of printouts from the web site Mapquest.com, showing driving directions and the distance for, respectively, the trip from Mr. Order's Hartford, Connecticut office to the deposition location in White Plains, New York, and the return trip from the deposition location in White Plains, New York to Mr. Order's office in Hartford, Connecticut.

12. Attached as Exhibit K is a true and correct copy of a letter, dated June 27, 2012, from Ms. Colbath to Joseph M. Pastore, III, counsel for the Judgment Debtors in this action (exhibits to the letter omitted).

13. Attached as Exhibit L is a true and correct copy of an email message, dated June 25, 2012, from Ms. Colbath to Mr. Order (on which I was copied).

14. Attached as Exhibit M is a true and correct copy of the professional biography of Mr. Order as it appears on the web site of his law firm, Updike, Kelly & Spellacy, P.C. (<http://www.uks.com/profile/richard-order>, last visited July 17, 2012).

15. Attached as Exhibit N is a true and correct copy of a letter, dated April 13, 2011, that Nova Group General Counsel Jack E. Robinson sent to TD Bank.

16. Attached as Exhibit O is a true and correct copy of a letter, dated October 22, 2008, from Wayne H. Bursey to Lincoln National Life Insurance Company.

17. Attached as Exhibit P is a true and correct copy of the Complaint filed by the Halloran & Sage LLP law firm in the District of Connecticut in the action *Bursey, Trustee of the Charter Oak Trust Welfare Benefit Plan v. Lincoln National Life Insurance Company*, Case No. 09-735-AWT (D. Conn. 2009).

18. Attached as Exhibit Q is a true and correct copy of the State of Delaware Annual Franchise Tax Report for Nova Group, Inc., for the year 2010, dated February 28, 2011.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: New York, New York
July 17, 2012

A handwritten signature in black ink, appearing to read "Michael Barnett", written over a horizontal line.

MICHAEL BARNETT